



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

In the Matter of:

PROPOSED ACQUISITION OF CONTROL OF

PHL VARIABLE INSURANCE COMPANY,
PHOENIX LIFE AND ANNUITY COMPANY,
AND
AMERICAN PHOENIX LIFE AND REASSURANCE
COMPANY

BY

DAVERO MERGER SUB CORP.,
NASSAU REINSURANCE GROUP HOLDINGS, L.P.,
NASSAU REINSURANCE GROUP HOLDINGS GP, LLC,
NASSAU HOLDINGS, L.P.,
GGCOF EXECUTIVE CO-INVEST HOLDINGS LTD.
GOLDEN GATE PRIVATE EQUITY, INC., and
DAVID C. DOMINIK

DOCKET No. EX15-150

RECORD OF PROCEEDING



1. Letter to Kathryn Belfi, Connecticut Insurance Department, regarding the Proposed Acquisition of Control of PHL Variable Insurance Company, Phoenix Life and Annuity Company, and America Phoenix Life and Reassurance Co. (collectively "Phoenix Companies") by Davero Merger Sub Corp., Nassau Reinsurance Group Holdings, L.P., Nassau Reinsurance Group Holdings GP, LLC, Nassau Holdings, L.P., and Nassau Holdings, GP Ltd. (collectively "Applicants") submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated November 6, 2015.
2. Form A Statement regarding the acquisition of control of the Phoenix Companies dated November 6, 2015 as supplemented with exhibits 1-9.
3. Letter to Kathryn Belfi, Connecticut Insurance Department, regarding the Proposed Acquisition of Control of the Phoenix Companies by the Applicants, with redacted and unredacted biographical information, plan of operations, completed checklist, and USB drive containing electronic documents submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated November 9, 2015.
4. Letter to Kostas Cheliotis, Nassau Reinsurance Group granting confidential treatment of unredacted biographical affidavits, from Kristin Campanelli, Counsel, Connecticut Insurance Department, dated November 10, 2015.

5. Letter to Kathryn Belfi, Connecticut Insurance Department, regarding the Proposed Acquisition of Control of the Phoenix Companies by the Applicants, with *pro forma* balance sheets submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated November 12, 2015.
6. Email to Kristin Campanelli, Esq., Counsel, Connecticut Insurance Department, with attorney appearances for Marilyn Lion and Michael Devins, from Emily Kagan, Esq., Day Pitney LLC, dated November 17, 2015.
7. Letter to Kristin Campanelli, Esq., Counsel, Connecticut Insurance Department, with attorney appearances for Marilyn Lion and Michael Devins, from Emily Kagan, Esq., Day Pitney LLC, dated November 20, 2015.
8. Email to Kristin Campanelli, Esq., Counsel, Connecticut Insurance Department, with address change for the applicants, from Emily Kagan, Esq., Day Pitney LLC, and dated December 2, 2015.
9. Letter to Kostas Cheliotis, Nassau Reinsurance Group, requesting a supplemental filing including an amended and restated Form A submission, from Kathryn Belfi, Connecticut Insurance Department, dated March 8, 2016.
10. Letter to Connecticut Insurance Department, with redacted and unredacted third party biographical affidavits as attachments, from AbilityScreening.com, dated March 14, 2016.
11. Letter to Kathryn Belfi, Connecticut Insurance Department, with Amended and Restated Form A Application submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated March 15, 2016.
12. Letter to Kathryn Belfi, Connecticut Insurance Department, with response to the Department's letter of March 8, 2016, submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated March 15, 2016.
13. Letter to Kathryn Belfi, Connecticut Insurance Department, clarifying identity of applicants, submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated March 17, 2016.
14. Letter to Kathryn Belfi, Connecticut Insurance Department, updating biographical affidavits, submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated March 17, 2016.
15. Letter to Connecticut Insurance Department, with redacted and unredacted third party biographical affidavits as attachments, from AbilityScreening.com, dated March 17, 2016.
16. Order by Katharine L. Wade, Commissioner, Connecticut Insurance Department, naming Paul Lombardo as hearing officer, dated March 18, 2016.

17. Notice of Public Hearing ordered by Katharine L. Wade, Commissioner, Connecticut Insurance Department, dated March 18, 2016.
18. Email to Sam Caligiuri, Esq., Day Pitney LLP, with Notice of Public Hearing, Hearing Officer Appointment, Hearing Letter, and Publishable Notice of Public Hearing as enclosures, from Kristin Campanelli, Connecticut Insurance Department, dated March 18, 2016.
19. Email to Theodore Bromley, Esq., Counsel, Secretary of State's Office, and Taffy Womack, Secretary of State's Office, with a copy of the hearing notice, from Kristin Campanelli, Esq., Counsel, Connecticut Insurance Department, dated March 21, 2016.
20. Letter to Kostas Cheliotis, Nassau Reinsurance Group, requesting a supplemental filing including incidental information, from Kathryn Belfi, Connecticut Insurance Department, dated March 24, 2016.
21. Email to Sam Caligiuri, Esq., Day Pitney LLP, with exhibit list of 3/24/2016, from Kristin Campanelli, Connecticut Insurance Department, dated March 24, 2016.
22. Letter to Kathryn Belfi, Connecticut Insurance Department, with response to the Department's letter dated March 24, 2016, submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated April 6, 2016.
23. Email to Kristin Campanelli, Esq., Counsel, Connecticut Insurance Department, with a copy of the notice published in Hartford Courant, from Emily Kagan, Esq., Day Pitney LLP, dated April 8, 2016.
24. Email to Kristin Campanelli, Esq., Counsel, Connecticut Insurance Department with confirmation of the court reporter, from Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated April 11, 2016.
25. Letter to Kathryn Belfi, Connecticut Insurance Department, with Capital Management Plan, submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated April 11, 2016.
26. Letter to Kathryn Belfi, Connecticut Insurance Department, with Financial industry regulatory Authority filing (CONFIDENTIAL), submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated April 11, 2016.
27. Email to Sam Caligiuri, Esq., Day Pitney LLP, with letter in response to Applicant's April 11, 2016 letter granting confidential treatment of the Financial Industry Regulatory Authority filing from Kristin Campanelli, Esq., Counsel, Connecticut Insurance Department, dated April 11, 2016.
28. Letter to Kathryn Belfi, Connecticut Insurance Department, with Applicant signature pages, submitted by Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated April 18, 2016.
29. Email to Kristin Campanelli, Esq., Counsel, Connecticut Insurance Department with attorney appearances, from Emily Kagan, Esq. Day Pitney LLP, dated April 18, 2016.

30. Letter to Kathryn Belfi, Connecticut Insurance Department with pre-filed testimony of Phillip Gass, Stephen D. Oetgen, and James D. Wehr, from Sam S. F. Caligiuri, Esq. Day Pitney LLP, dated April 18, 2016.

We stipulate that this list represents all exhibits which have been entered into the record of the proceeding.

	
Kristin Campanelli, Esq.	Sam S.F. Caligiuri, Esq.
For the Insurance Department	For the Applicant
Date: 4/19/16	Date: 4-19-16